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SURFACE TRANSPORTATION BOARD



July 28, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated July 26, 2011 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 26, 2011 related to ten (10) railcars bearing reporting marks: JTSX 460071, JTSX 460045, JTSX 460064, JTSX 460025, JTSX 460065, JTSX 460043, JTSX 460040, JTSX 460034, JTSX 460021, JTSX 460048

Please file this as a secondary document under Recordation Number 27582-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27582 through 27582-C. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062

Sincerely,

A handwritten signature in cursive script that reads 'Julie Woodard'.

Julie Woodard
Documentation Coordinator

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT****SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 26, 2011, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Rider No. 1 to Master Lease Agreement dated July 18, 2008, between The David J. Joseph Company, as Lessor, and American Metal Solutions, Inc., as Lessee and the accompanying Lease Guaranty Agreement from Mid-Carolina Steel and Recycling Co. (collectively, the "Lease"), for ten (10) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated September 3, 2008, by and between The David J. Joseph Company ("Seller") and Wells Fargo Equipment Finance, Inc.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of July 26, 2011.

WELLS FARGO EQUIPMENT FINANCE, INC.By: Name: Julie MilbrathTitle: Assistant Vice President**THE DAVID J. JOSEPH COMPANY**By: Name: Mary Jo ColebrookTitle: Assistant Secretary

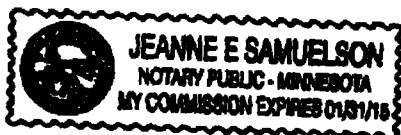
STATE OF MINNESOTA

COUNTY OF HENNEPIN

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) SS:
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On this 27th day of July, 2011, before me the subscriber, JEANNE E. SAMUELSON, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Julie Milbrath, to me personally known, who stated and acknowledged that he/she is the Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of July, 2011.



Jeanne E. Samuelson
(Notary Signature)

My commission expires:

1-31-15

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 28th day of July, 2011 before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Mary Jo Colebrook, to me personally known, who stated and acknowledged that she is the Assistant Secretary of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of July, 2011.

Julie M Woodard
(Notary Signature)

My commission expires:

9-24-12



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Ten (10), railcars bearing reporting marks:

JTSX 460071
JTSX 460045
JTSX 460064
JTSX 460025
JTSX 460065
JTSX 460043
JTSX 460040
JTSX 460034
JTSX 460021
JTSX 460048

LEASE: Master Lease Agreement dated July 16, 2008 and Rider No. 1 to Master Lease Agreement dated July 18, 2008 by and between The David J. Joseph Company and American Metal Solutions, Inc., as well as the accompanying Lease Guaranty Agreement by Mid-Carolina Steel and Recycling Co., Inc. dated July 18, 2008.